

**AMENDMENT NO. 1
TO THE SERVICE AREA AGREEMENT
BETWEEN CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
AND
SOUTHERN ILLINOIS ELECTRIC COOPERATIVE
DATED FEBRUARY 27, 1970**

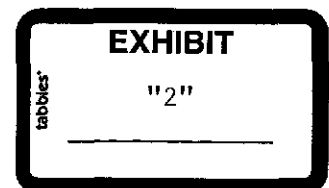
Amendment No. 1 is hereby entered into as of the 4th day of September 2008, between **CENTRAL ILLINOIS PUBLIC SERVICE COMPANY d/b/a AmerenCIPS**, an Illinois corporation ("AmerenCIPS"), and **SOUTHERN ILLINOIS ELECTRIC COOPERATIVE ("SIEC")**, an Illinois not-for-profit corporation.

WHEREAS, AmerenCIPS and SIEC entered into a Service Area Agreement between Central Illinois Public Service Company and Southern Illinois Electric Cooperative, dated February 27, 1970 ("Service Area Agreement"), for the purposes and uses set forth therein, and obtained approval of the Service Area Agreement from the Illinois Commerce Commission by Order entered on December 9, 1970, in Docket No. ESA 126;

WHEREAS, the Service Area Agreement identifies the locations of the territorial boundary lines and corridor areas delineating the service areas of the parties;

WHEREAS, the Service Area Agreement states that wherever a 34.5 KV or 69 KV or higher voltage transmission line, which was in existence on July 2, 1965, is located in the service area or areas as shown on Appendices 1 to 5 of the Service Area Agreement, outside incorporated areas, an area of one-eighth mile on either side of the center of such line shall constitute a corridor area and the owner of such line shall be entitled exclusively to serve customers within such corridor service area;

WHEREAS, AmerenCIPS and SIEC have agreed to change the current territorial boundary lines with respect to the rights for two current corridor areas pursuant to Section 4 of the Service Area Agreement, in the corridor areas delineated on Exhibits "A" and "B," attached



hereto and incorporated herein, as indicated by the dashed, yellow and/or pink highlighted lines contained thereon;

WHEREAS, AmerenCIPS and SIEC have agreed to change the current boundary line in one location pursuant to Section 4 of the Service Area Agreement in the manner shown in Exhibit "C," attached hereto and incorporated herein;

WHEREAS, the terms of this Amendment No. 1 will not change the electric supplier of any existing customers within the current service area of either AmerenCIPS or SIEC on the date this Amendment No. 1 is executed; and

WHEREAS, Section 4 of the Service Area Agreement provides that in the event one of the parties should request the other to furnish service to a consumer which such requesting party is entitled to, and obligated to serve, and the other party is willing and able to serve such consumer and does so, or in the event a consumer of SIEC is released to AmerenCIPS under the provisions of Section 9(a) of the Electric Supplier Act, the Service Area Agreement shall not thereby be voided, but shall to that extent be modified and shall otherwise remain in full force and effect;

NOW THEREFORE, in consideration of the mutual covenants and undertakings herein contained, AmerenCIPS and SIEC agree as follows:

1. The foregoing recitals are incorporated into this Amendment No. 1 to the Service Area Agreement between the parties.

2. AmerenCIPS currently has the exclusive right under the Service Area Agreement to maintain its 69 KV transmission line and exclusively serve customers within an area of one-eighth of a mile on either side of the center of such line, constituting an exclusive corridor area of AmerenCIPS, on land located in (a) Sections 27, 32, and 33, Township 12 South, Range 1 West, (b) Sections 5, 6, and 7, Township 13 South, Range 1 West, (c) Sections 12, 13, 14, 21, 22, 29, 30 and 31, Township 13 South, Range 2 West, and (d) Section 36, Township 13 South,

Range 3 West, in Union County, Illinois, as more fully depicted and established by the dashed, yellow highlighted line on Exhibit "A." ("Union County Corridor").

3. The Service Area Agreement and territorial service boundary lines and rights among the parties shall be modified in that AmerenCIPS releases and transfers the Union County Corridor to SIEC and SIEC, and not AmerenCIPS, shall have the right to maintain and serve the Union County Corridor, as described in Paragraph 2 and more fully depicted and established by the dashed, yellow highlighted line on Exhibit "A."

4. AmerenCIPS currently has the exclusive right under the Service Area Agreement to maintain its 69 KV transmission line and exclusively serve customers within an area of one-eighth of a mile on either side of the center of such line, constituting an exclusive corridor area of AmerenCIPS, on land located in Section 1, Township 14 South, Range 3 West, in Alexander County, Illinois, as more fully depicted and established by the dashed, yellow highlighted line on Exhibit "B."

5. AmerenCIPS currently has the exclusive right under the Service Area Agreement to exclusively serve customers within an area of one-eighth of a mile on either side of the center line of a 69 KV transmission line which was in existence on July 2, 1965, and located in the service area or areas as shown on Appendices 1 to 5 of the Service Area Agreement, but physically removed by AmerenCIPS in 1970, constituting an exclusive service area of AmerenCIPS, on land located in Sections 11, 12, 14 and 15, Township 14 South, Range 3 West, in Alexander County, Illinois, as more fully depicted and established by the dashed, pink highlighted line on Exhibit "B."

6. The corridor areas described above in Paragraphs 4 and 5 and more fully depicted and established by the dashed, yellow and pink highlighted lines on Exhibit "B" constitute the "Alexander County Corridor."

7. The Service Area Agreement and territorial service boundary lines and rights among the parties shall be modified in that AmerenCIPS releases and transfers the Alexander

County Corridor to SIEC and SIEC, and not AmerenCIPS, shall have the right to maintain and serve the Alexander County Corridor, as described in Paragraphs 4, 5, and 6 as more fully depicted and established by the dashed, yellow and pink highlighted line on Exhibit "B."

8. AmerenCIPS and SIEC hereby alter the existing boundary lines of AmerenCIPS and SIEC in Section 5 and 8, Township 14 South, Range 2 East, Johnson County, Illinois, transferring and releasing all portions of the Vulcan Lands located in the service territory of SIEC, owned by Shawnee Stone, LLC, from SIEC to AmerenCIPS, as more fully depicted and established by the proposed service territory line, indicated by a pink line in Exhibit "C." The Vulcan Lands are listed in the 2004 Johnson County Land Atlas & Plat Book on page 37, and are more fully depicted and established in Exhibit "C."

9. The territorial service boundary lines and corridor rights between the parties shall be modified and amended by this Amendment No. 1 as depicted and established in Exhibits "A" through "C."

10. Nothing in this Amendment No. 1 shall alter or otherwise change any other parts, paragraphs or sections of the Service Area Agreement.

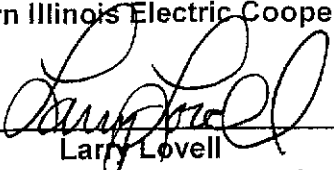
11. This Amendment No. 1 shall be executed in three counterparts and each shall constitute an original.

12. AmerenCIPS and SIEC agree that they shall jointly present this Amendment No. 1 to the Illinois Commerce Commission for approval pursuant to the Electric Supplier Act, 200 ILCS 30/1 *et seq.* This Amendment 1 shall become effective on the date of approval thereof by the Illinois Commerce Commission.


13. The obligations and rights of this Amendment No. 1 shall be binding upon and shall inure to the benefit of the assigns and successors of the parties.

IN WITNESS WHEREOF, each party has caused this Amendment No. 1 to the Service Area Agreement, dated February 27, 1970, to be executed by the parties' duly authorized officers or representatives as of the date and year first above written.

Southern Illinois Electric Cooperative

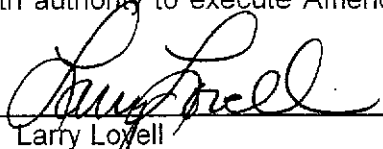
By: 
Larry Lovell
General Manager/
Executive Vice President
Southern Illinois Electric Cooperative

Central Illinois Public Service Company,
d/b/a AmerenCIPS

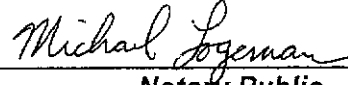
By: 
Ronald D. Pate
Vice President
of Regional Operations
Ameren Services

State of Illinois)
County of Massac)ss
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I, Larry Lovell, as General Manager/Executive Vice President of Southern Illinois Electric Cooperative have read the foregoing Amendment No. 1 to the Service Area Agreement filed in the above cause and know the content thereof and the same is true to the best of my knowledge, information and belief, and I affirm that I am a duly authorized representative or officer of Southern Illinois Electric Cooperative with authority to execute Amendment No. 1 on behalf of Southern Illinois Electric Cooperative.


Larry Lovell

Subscribed and sworn to before me this 25th day of August, 2008.


Notary Public



State of Illinois)
County of Macon)ss
)

I, **Ronald D. Pate**, as Vice President of Regional Operations of Ameren Services, have read the foregoing Amendment No. 1 to the Service Area Agreement filed in the above cause and know the content thereof and the same is true to the best of my knowledge, information and belief, and I affirm that I am a duly authorized representative or officer of AmerenCIPS with authority to execute Amendment No. 1 on behalf of AmerenCIPS.




Ronald D. Pate

Subscribed and sworn to before me this 4th day of September, 2008.


Notary Public